

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:
	:
MOTORS LIQUIDATION COMPANY, <i>et al.</i>,	:
f/k/a General Motors Corp., <i>et al.</i>	:
	:
Debtors.	:
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	:
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**ORDER PURSUANT TO 11 U.S.C. § 327(a) AND FED. R. BANKR. P.
2014 AUTHORIZING THE RETENTION AND EMPLOYMENT OF
PRICEWATERHOUSECOOPERS LLP AS SPECIAL ACCOUNTANTS
AND TAX ADVISORS, FOR THE PERIOD JUNE 1, 2009 THROUGH JULY 9, 2009**

Upon the Application, dated May 18, 2010 (the “**Application**”),¹ of Motors Liquidation Company (f/k/a General Motors Corporation), as debtor in possession, pursuant to section 327(a) of title 11, United States Code (“**Bankruptcy Code**”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (“**Bankruptcy Rules**”), and Rule 2014-1 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Rules**”) for entry of an order authorizing the retention and employment of PricewaterhouseCoopers LLP (“**PwC US**”) as special accountants and tax advisors, for the period June 1, 2009 through and including July 9, 2009 (the “**Engagement Period**”), pursuant to those certain engagement letters dated January 30, 2008, January 12, 2009, and April 24, 2009 (the “**Engagement Letters**”), as more fully described in the Application; and due and proper notice of the Application having been provided, and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the Application is in the best interests of the Debtors, their

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Application.

estates and creditors, and all parties in interest and that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Application is granted as provided herein; and it is further

ORDERED that, pursuant to section 327(a) of the Bankruptcy Code, the Debtors are authorized to retain and employ PwC US as their special accountants and tax advisors, for the Engagement Period, and for the limited scope of services described in the Application as the MLC Accounting Services, on the terms and conditions generally described and set forth in the Engagement Letters; and it is further

ORDERED that PwC US shall file with the Court a final fee application in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, applicable Bankruptcy Rules, the Local Rules and orders of the Court, guidelines established by the U.S. Trustee, and such other procedures as may be fixed by order of this Court, including but not limited to the Court's Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [Docket No. 3711]; and it is further

ORDERED that all requests of PwC US for payment of indemnity pursuant to the Engagement Letters shall be made by means of an application and shall be subject to review by the Court to ensure that payment of such indemnity conforms to the terms of the Engagement Letters and is reasonable based upon the circumstances of the litigation or settlement in respect of which indemnity is sought; *provided, however*, that in no event shall PwC US be indemnified in the case of its own bad-faith, self-dealing, breach of fiduciary duty (if any), gross negligence, or willful misconduct; and it is further

ORDERED that to the extent this Order is inconsistent with the Engagement Letters, this Order shall govern; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York
July 13, 2010

s/ Robert E. Gerber
United States Bankruptcy Judge